

**UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK**

AFSHIN MONSEFI, Individually and on Behalf)
of All Those Similarly Situated,)
)
)
 Plaintiff,)
)
)
 vs.)
)
) Civ. No. 1:08 Civ 01328 (RJS)
ORION ENERGY SYSTEMS, INC., NEAL R.)
VERFUERTH, DANIEL J. WAIBEL,) ECF Case
THOMAS A. QUADRACCI, MICHAEL J.)
POTTS, DIANA PROPPER de CALLEJON,)
JAMES R. CACKLEY, ECKHART G.)
GROHMANN, PATRICK J. TROTTER,)
THOMAS WEISEL PARTNERS, LLC,)
CANACCORD ADAMS, INC., and PACIFIC)
GROWTH EQUITIES, LCC,)
)
 Defendants.)

JASON ALLEN, Individually and on Behalf of)
All Those Similarly Situated,)
)
)
 Plaintiff,)
)
)
 vs.)
)
) Civ. No. 1:08 Civ 01992 (RJS)
ORION ENERGY SYSTEMS, INC., NEAL R.)
VERFUERTH, DANIEL J. WAIBEL,) ECF Case
THOMAS A. QUADRACCI, MICHAEL J.)
POTTS, DIANA PROPPER de CALLEJON,)
JAMES R. CACKLEY, ECKHART G.)
GROHMANN, PATRICK J. TROTTER,)
THOMAS WEISEL PARTNERS, LLC,)
CANACCORD ADAMS, INC., and PACIFIC)
GROWTH EQUITIES, LCC,)
)
 Defendants.)

**MOTION OF THE SITZBERGER GROUP FOR
CONSOLIDATION, APPOINTMENT AS LEAD PLAINTIFFS,
AND APPROVAL OF CO-LEAD COUNSEL**

WILLIAM JENNINGS GOLSTON, On Behalf)
of Himself and All Others Similarly Situated,)
)
)
Plaintiff,)
)
vs.)
)
) Civ. No. 1:08 Civ 2984 (RJS)
ORION ENERGY SYSTEMS, INC., NEAL R.)
VERFUERTH, DANIEL J. WAIBEL, THOMAS)
A. QUADRACCI, MICHAEL J. POTTS, DIANA)
PROPPER de CALLEJON, JAMES R.)
KACKLEY, ECKHART G. GROHMANN,)
PATRICK J. TROTTER, THOMAS WEISEL)
PARTNERS, LLC, CANACCORD ADAMS,)
INC., and PACIFIC GROWTH EQUITIES, LCC,)
,)
)
Defendants.)

PLEASE TAKE NOTICE that on a date and time as may be set by the Court, before the Honorable Richard J. Sullivan, at the United States District Court for the Southern District of New York, located at the Daniel Patrick Moynihan United States Courthouse, 500 Pearl Street, Courtroom 23A, New York, New York 10007-1312, Daniel Sitzberger and Boris Nayflish (collectively, the “Sitzberger Group”), will respectfully move this Court, pursuant to Section 21D(a)(3)(B) of the Securities Exchange Act of 1934 (the “Exchange Act”), 15 U.S.C. § 78u-4(a)(3)(B), as amended by the Private Securities Litigation Reform Act of 1995 (the “PSLRA”), for entry of an Order: (1) consolidating all the above-captioned actions and any related actions that may be filed under Rule 42(a) of the Federal Rules of Civil Procedure; (2) appointing the Sitzberger Group as Lead Plaintiffs in the consolidated actions; (3) approving the Sitzberger Group’s selection of Klafter & Olsen LLP and Spector, Roseman & Kodroff, P.C. as Co-Lead Counsel for the Class; and (4) granting such other and further relief as the Court may deem just and proper. This motion is supported by the accompanying Memorandum of Law, the Declaration of Jeffrey A. Klafter filed herewith, the pleadings and other filings, and such other written and oral argument as may be permitted by the Court.

DATED: April 11, 2008

KLAFTER & OLSEN LLP

s/ Jeffrey Klafter

JEFFREY A. KLAFTER (JK-0953)
1311 Mamaroneck Avenue, Suite 220
White Plains, New York 10605
Telephone: (914) 997-5656
Facsimile: (914) 997-2444

KLAFTER & OLSEN LLP
KURT B. OLSEN
1250 Connecticut Ave., N.W., Suite 200
Washington, DC 20036
Telephone: (202) 261-3553
Facsimile: (202) 261-3533

SPECTOR, ROSEMAN & KODROFF, P.C.
Robert M. Roseman
Andrew D. Abramowitz
David Felderman
1818 Market Street, Suite 2500
Philadelphia, PA 19103
Telephone: (215) 496-0300
Facsimile: (215) 496-6612

Attorneys for the Sitzberger Group

**UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK**

AFSHIN MONSEFI, Individually and on Behalf)		
of All Those Similarly Situated,)		
))		
Plaintiff,))		
))		
vs.))	Civ. No. 1:08 Civ 01328 (RJS)	
ORION ENERGY SYSTEMS, INC., NEAL R.))		
VERFUERTH, DANIEL J. WAIBEL,))	ECF Case	
THOMAS A. QUADRACCI, MICHAEL J.))		
POTTS, DIANA PROPPER de CALLEJON,))		
JAMES R. CACKLEY, ECKHART G.))		
GROHMANN, PATRICK J. TROTTER,))		
THOMAS WEISEL PARTNERS, LLC,))		
CANACCORD ADAMS, INC., and PACIFIC))		
GROWTH EQUITIES, LCC,))		
))		
Defendants.))		
<hr/>		
JASON ALLEN, Individually and on Behalf of))		
All Those Similarly Situated,))		
))		
Plaintiff,))		
))		
vs.))	Civ. No. 08 Civ 01992 (RJS)	
ORION ENERGY SYSTEMS, INC., NEAL R.))		
VERFUERTH, DANIEL J. WAIBEL,))	ECF Case	
THOMAS A. QUADRACCI, MICHAEL J.))		
POTTS, DIANA PROPPER de CALLEJON,))		
JAMES R. CACKLEY, ECKHART G.))		
GROHMANN, PATRICK J. TROTTER,))		
THOMAS WEISEL PARTNERS, LLC,))		
CANACCORD ADAMS, INC., and PACIFIC))		
GROWTH EQUITIES, LCC,))		
))		
Defendants.))		

**[PROPOSED] ORDER GRANTING MOTION OF THE
SITZBERGER GROUP FOR CONSOLIDATION,
APPOINTMENT AS LEAD PLAINTIFFS, AND APPROVAL
OF CO-LEAD COUNSEL**

WILLIAM JENNINGS GOLSTON, On Behalf)
of Himself and All Others Similarly Situated,)
)
)
Plaintiff,)
)
vs.)
)
) Civ. No. 1:08 Civ 2984 (RJS)
ORION ENERGY SYSTEMS, INC., NEAL R.)
VERFUERTH, DANIEL J. WAIBEL, THOMAS) ECF Case
A. QUADRACCI, MICHAEL J. POTTS, DIANA)
PROPPER de CALLEJON, JAMES R.)
KACKLEY, ECKHART G. GROHMANN,)
PATRICK J. TROTTER, THOMAS WEISEL)
PARTNERS, LLC, CANACCORD ADAMS,)
INC., and PACIFIC GROWTH EQUITIES, LCC,)
,)
)
Defendants.)

Upon consideration of the Sitzberger Group's Motion For Consolidation, Appointment As Lead Plaintiffs, and Approval Of Co-Lead Counsel, and the responses thereto,

IT IS HEREBY ORDERED THAT:

1. The Sitzberger Group's Motion is **GRANTED**.
2. The cases named in the caption above and all related actions filed thereafter are hereby **CONSOLIDATED**, and the consolidated action shall be captioned: "*In re Orion Energy Systems, Inc. Securities Litigation.*"
3. The docket in Civil Action No. 1:08 Civ 01328 (RJS) shall constitute the Master Docket for this action.
4. The Sitzberger Group, namely, Daniel Sitzberger and Boris Nayfish, are hereby **APPOINTED** to serve as Lead Plaintiffs for all purchasers of common shares of Orion Energy Systems, Inc. ("Orion") who purchased or otherwise acquired the common stock of Orion between December 18, 2007 and February 6, 2008, inclusive, pursuant or traceable to the Registration Statement, and who were damaged thereby (the "Class"), pursuant to Section 21D(a)(3)(B) of the Securities Exchange Act of 1934 ("Exchange Act"), 15 U.S.C. § 78u-4(a)(3)(B), as amended by the Private Securities Litigation Reform Act of 1995; and
5. The law firms of Klafter & Olsen LLP and Spector, Roseman & Kodroff, P.C. are hereby **APPOINTED** to serve as Co-Lead Counsel for the Class, pursuant to Section 21D(a)(3)(B) of the Exchange Act, 15 U.S.C. § 78u-4(a)(3)(B), as amended by the Private Securities Litigation Reform Act of 1995.

SO ORDERED:

Dated: _____

Hon. Richard J. Sullivan
United States District Judge

CERTIFICATE OF SERVICE

I, Jeffrey Klafter, hereby certify that on April 11, 2008, the following documents:

- Motion of the Sitzberger Group for Consolidation, Appointment as Lead Plaintiffs, and Approval of Co-Lead Counsel;
- Memorandum of Law in Support of the Motion of the Sitzberger Group for Consolidation, Appointment as Lead Plaintiffs, and Approval of Co-Lead Counsel;
- Declaration of Jeffrey Klafter in Support of Motion of the Sitzberger Group for Consolidation, Appointment as Lead Plaintiffs, and Approval of Co-Lead Counsel; and
- [Proposed] Order Granting GRANTING Motion of the Sitzberger Group for Consolidation, Appointment as Lead Plaintiffs, and Approval of Co-Lead Counsel.

(a) were filed and served electronically in accordance with the Federal Rules of Civil Procedure, the Local Rules of the Southern District of New York, and the Southern District's Rules on Electronic Service upon all Counsel of Record, as indicated below, each of whom has registered for Electronic Case Filing in one of the above-captioned Actions:

Counsel for Plaintiff Ashfin Monsefi:

Laurence Paskowitz
Paskowitz & Associates
60 East 42nd Street, 46th Floor
New York, NY 10165
(212)-685-0969
Fax: (212)-685-2306

Roy Laurence Jacobs
Roy Jacobs & Associates
60 East 42nd Street 46th Floor
New York, NY 10165
212-867-1156
Fax: 212-504-8343

Counsel for Plaintiff Jason Allen:

D. Seamus Kaskela
David M. Promisloff
Richard A. Maniskas
Schiffrin Barroway Topaz & Kessler, LLP
280 King of Prussia Rd.
Radnor, PA 19087
(610) 667-7706
Fax: (610) 667-7056

Evan J Smith
Brodsky & Smith, L.L.C.
240 Mineola Blvd.
Mineola, NY 11501
516-741-4977
Fax: 516 741 0626

Counsel for Defendants Orion Energy Systems, Inc., Neal R. Verfuerth, Daniel J. Waibel, Thomas A. Quadracci, Michael J. Potts, Diana Propper de Callejon, James R. Cackley, Eckhart G. Grohmann, and Patrick J. Trotter:

Robert Allen Scher
Foley & Lardner, LLP
90 Park Avenue
New York, NY 10016
(212) 682-7474
Fax: (212) 687-2329

s/ Jeffrey Klafter